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MARVEL COMICS GROUP

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MARVEL TEAM-UP

SPIDER-MAN AND MACHINE MAN

BARON
BRIMSTONE--

--PLUS THE
SANDMAN--

--EQUAL THE WORST POSSIBLE KIND OF TROUBLE!



STAN LEE
PRESENTS: A

SPIDER-MAN®

TEAM UP!

and MACHINE MAN MAKES 3

WILL OUR
WEB-SPINNING
WONDER FIND
TRUE HAPPINESS
WITH A COMPUTER-
IZED CRUSADER?

SPECIAL BONUS
FEATURE: TWO
VILLAINS FOR THE
PRICE OF ONE...
THE BIZARRE
BARON BRIASTONE
JOINS FORCES WITH
THE SAVAGE
SANDMAN!!!

TURN HERE FOR
ACTION! SUSPENSE!
AND MIGHTY MARVEL
MERRIMENT AS YOU
LIKE IT!!!



WOWDROUS WRITING POLISHING PENCILS ELECTRIFYING INKS LUBRICIOUS LETTERING CLIMACTIC COLORS VIBRANT EDITING VOLUPTUOUS VEHICLES
TOM DEFALCO JERRY BINGHAM MIKE ESPOSITO JOE ROSEN BEN SEAN DENNY O'NEIL JIM SHOOTER

MARVEL TEAM-UP Vol. 1, No. 25, November, 1980 Issue. (U.S.P.S. 540-070) Published by MARVEL COMICS GROUP, James E. Garton, President; Stan Lee, Publisher; Milton Schmidt, Vice-President, Production; OFFICE OF PUBLICATIONS: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Controlled circulation postage paid at Chicago, Illinois, and at additional mailing offices. Copyright © 1980 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price 50¢ per issue in the U.S. and Canada. Subscription rate \$6.00 per year. \$1.00 per issue in the U.S.A. No similarity between any of the heroes, characters, persons, and/or inventions in this magazine with those of any living or dead person, or institution, is intended. Any resemblance is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in the issues), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. POSTMASTER: Send address changes to Marvel Comics Group, 575 Madison Avenue, New York, N.Y. 10022.

EVEN A PULSE-POUNDING THRILLER HAS TO START SOMEWHERE, SO LET'S LOOK IN ON THE EVER-POPULAR PETER PARKER...

-- WHICH MOST OF MY UNDERGRADS WILL SLEEP THROUGH!

ONLY A MAN WHO THRIVES ON REJECTION COULD BE A GRADUATE TEACHING ASSISTANT...



THUS, AFTER ONE WELL-REHEarsed COSTUME CHANGE, THE AMAZING SPIDER-MAN MAKES A SOMEWHAT DRAMATIC APPEARANCE...



HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF A SPIDER MAY OCCASIONALLY CAUSE ME AN UNFAIR SHARE OF LIFE'S HASSLES, BUT--



AND, AS OUR WEB-SWINGING SUPER-STAR BURNS CALORIES AND STRAINS MUSCLES IN HIS OWN UNIQUE MANNER, LET'S JOURNEY TO A CERTAIN MAXIMUM SECURITY CORRECTIONAL FACILITY...



DREAM ON, DUMMIES!

I CAN SMASH MY WAY OUTTA ANY PRISON!

MEANWHILE, IN ANOTHER SECTION OF THE PRISON, OFFICER GRANT STEVENS MAKES HIS EVENING ROUNDS...

DON'T IT, SHOOTARSKI! IT'S BEDDIE-BYE TIME!

IN YOUR EAR, STEVENS!

COMPARED TO THESE OVER-CROWDED POWDER KEGS, THREE MILE ISLAND WAS A BOY SCOUT JAMBOREE!

I HAVE ANXIOUSLY ANTICIPATED YOUR ADVENT, DOLT!

POOL! LEVITATION IS A SIMPLE EXERCISE TO ONE SUCH AS BARON BRAINSTORM!



STEVENS CONTINUES HIS DREDGY PATROL UNTIL...



I HEARD YOU WERE SOME KINDA SCREWBALL SORCERER, BUT--!

SILENCE! I DESIRE SUB-SERVICE ---NOT APPROVAL!



PEER DEEPLY INTO MY CHILLING GAZE -- UNTIL YOUR WILL IS MY OWN!

THE CELL UNLOCK. THE CELL!



WELL DONE, LACKEY! YOU WILL NOW ACCOMPANY ME TO THE PROPERTY OFFICE -- WHERE I CAN RECOVER MY PRECIOUS EQUIPMENT -- AND DIVEST MYSELF OF THIS DULL RAIMENT!

WE DON'T REPROSECUTE CRIMINALS; WE MERELY COLLECT 'EM AND HID 'EM FROM A FRIGHTENED PUBLIC!



THEN, I SHALL LEAVE YOU IN DANCE IN YOUR OWN DREAMS!

AND MERE MOMENTS LATER...

LOOK! SOMETHING'S HAPPENING!

CAREFUL! IT MAY BE A BREAKOUT!



WHO'D WANNA HELP ME?

HOWEVER, BEFORE ANOTHER MOVE CAN BE MADE, BEFORE ANOTHER THOUGHT CAN BE UTTERED, A MENACING FIGURE APPEARS AND THE SWIRLING MISTS...

UGGG! WE'RE BEING BLASTED BY BOLTS OF PURE ENERGY!



MORTAL, I
BRING YOU
GREETINGS
FROM BEYOND
THIS EARTHLY
REALM!

GAVE YER PITCH FOR THE
RUMBLE, BUSTER. YA NEED
MORE THAN SOME
CRUMBY SPECIAL
EFFECTS TA IMPRESS
THE SANDMAN!

I COULD EARN
MYSELF SOME
SERGEANT STRIPES
-- BY STOPPING
THESE JOKERS!



MY FRIEND, IF WE ARE TO CONCLUDE A PACT -- IT MUST BE QUICKLY! ALREADY I SENSE REINFORCEMENTS APPROACHING! IN EXCHANGE FOR YOUR FREEDOM, I WANT YOUR ASSISTANCE ON A MATTER OF PERSONAL VENGEANCE...

HURRY! STAND BACK -- LEST MY MYSTIC SPELL CONSUMES YOU AS WELL AS YOUR PRISON!

MY AWESOME ABILITIES TRANSCEND THE LAWS OF SCIENCE!





EARLY THE NEXT MORNING, WE REJOIN THE CAMPUS-BOUND PETER PARKER...

I HAVE CLASSES TO LECTURE, LABS TO PROCTOR, AND REPORTS TO TYPE!



WE INTERRUPT OUR REGULAR PROGRAMMING TO BRING YOU THIS SPECIAL BULLETIN! STATE PRISON OFFICIALS REPORT THE DARING ESCAPE OF THE SANDMAN AND...



SO MUCH FOR LUNCH!



MEANWHILE, IN A TYPICAL EAST SIDE APARTMENT, PSYCHIATRIST PETER PARKER IS UNFORTUNATELY HIS NOT SO TYPICAL ROOMMATE, AARON STACK-- THE MARVELOUS MACHINE MAN...



YES! MY INTERNAL MONITORS WERE TUNED TO THE NEWS!

DONNING HIS HUMANLIKE FACE, AARON PREPARES FOR WORK. THE GOOD BASH NEVER STRUCK ME AS THE FORGIVING TYPE!



HOURS LATER, IN THE WALL STREET HEADQUARTERS OF DELMAR INSURANCE-- WHERE AARON IS EMPLOYED AS A TOP INVESTIGATOR...



EDDIE HARRIS! NOT
ANOTHER GET-RICH-
QUICK SCHEME--!

THIS IS A SURE THING--A GUARANTEED
INVESTMENT!

--A QUARTERBACK'S DUMPING HIS
GAME! WE CAN BET THE POINT
SPREAD AND CLEAN UP!

ONE OF MY FINANCIAL ADVISORS
WILL SOON PHONE WITH SOME
WELL-RESEARCHED INFORMATION.

BETTING ON FOOTBALL
IS ILLEGAL!

MARY! THE POINT
SPREAD IS AS
MUCH A PART OF
THE GAME AS
HOWARD COSELL!

FORGET
IT!

HOW ABOUT YOU,
AARON, OLD BUDDY?
STAKE ME--AND
WE'LL SCORE BIG!

SURE! LIKE THE TIME YOU TRIED TO
CON ME INTO INVESTING IN DESIGNER
DIAPERS--FOR FASHION-CONSCIOUS
TOPPLERS!

IS IT MY FAULT
THE BOTTOM
DROPPED OUT OF
THE MARKET?

HUMPH! YOU'LL BE
SORRY WHEN
I'M ROLLING
IN BIG
BUCKS!

GIVE MY
REGARDS
TO YOUR
BOOKIE!

POOR EDDIE! I WISH
WE COULD HELP HIM!

SUDDENLY AARON'S
INTIMATE INTRO-
SECTION IS SHAT-
TERED AS...

PAM IS SO
COMPASSIONATE--
SO THOUGHTFUL!
YET--MY COM-
PUTERIZED BRAIN
REGISTER'S PUZZLING
SENSATIONS
WHENEVER
SHE'S NEAR...

THOSE TWO MEN--
MATERIALIZED QUITTA
THIN AIR!

ATTEND ME,
YOU MORTAL
SWINE! WE HAVE
COME FOR
PAMELA QUINN!





OOOOGH! MY ACHING STABILIZERS!
IF NOT FOR MY MIGHTY METAL
FRAME-- I'D BE ONE MANGLED MESS...



...INSTEAD OF A FIGHTING-
MAD MACHINE MAN!

BUT, LAST, YOU THINK WE'VE FORGOTTEN
THE STAR OF THIS FRANTIC FABLE...

I CANCELLED MY AFTERNOON
CLASSES-- HOPING TO GET AN
EARLY LINE ON GANDWAH, BUT--



WHOOOF! MY EVER-
FAITHFUL SPIDER-
SENSE JUST
KICKED IN!

GOOD OL GRAVEL-
GIRTH MUST BE IN
THAT ODDLY SHAPED
BUILDING!

I'LL PINPOINT
THE EXACT
OFFICE AND...

UNFORTUNATELY, A CRUEL, UNCARING FATE CAUSES BOTH SPIDER-MAN
AND MACHINERY TO ARRIVE ON THE SCENE AT THE EXACT SELF-SAME MOMENT...

HUH--? TWO
OF THEM???

--WITH RESULTS WHICH ARE SOMEWHAT
LESS THAN SPECTACULAR!

WHUMP!

I MANAGED TO
DECREASE MY
DENSITY--AND REVERT
TO MY SANDY FORM--
JUST IN TIME!



TENSE, SHOULDERING MOMENTS PASS, AS TWO, GRIM-FACED HEROES STUDY ONE ANOTHER...

AT LAST! I MEET THE WORLD-FAMOUS WEB-SPINNER!

THE DAILY BUGLE CALLS HIM A MENACE - BUT I'LL RESERVE JUDGMENT -- EVEN THOUGH HIS OPPORTUNE ARRIVAL PREVENTED PAM'S RESCUE

I'M NOT SURE OF WHAT'S HAPPENED HERE, BUT I'M NOT TAKING ANY CHANCES!

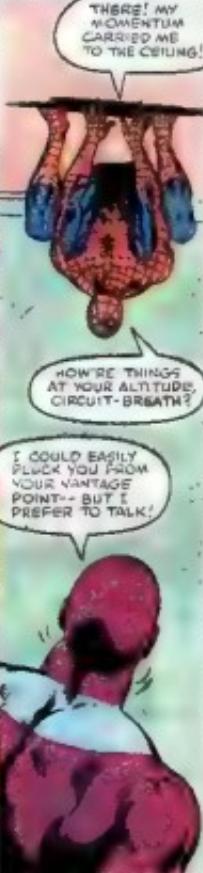
ACCORDING TO THE MEDIA, MACHINE MAN'S A MECHANIZED MARAUDER -- SO I'LL TAKE 'EM HARD AND FAST

UHGG! YOUR JAW FEELS LIKE STEEL -- AND I CAN GUESS WHY!

IT'S NO USE! HE WON'T LISTEN TO REASON

-ORTHODONTISTS DON'T COME CHEAP!

THREE! MY MOMENTUM CARRIED ME TO THE CEILING!



SURE! WE'LL TALK...
AFTER I'VE FINISHED
GIFT-WRAPPING YOU!

A WHITE
BOW
WOULD DO
WONDERS
FOR YOUR
COSTUME!



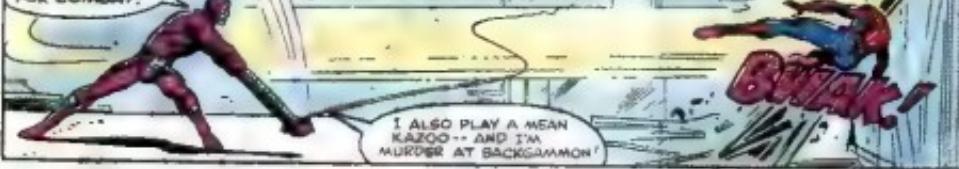
BUT, BEFORE THE SPECTACULAR SPIDEY CAN REPLY...

EY!!!
YOU RIPPED
ME RIGHT
OFF THE
WALL! BUT
HOW--?

I AM A
SOMWHAT LOVEABLE
LIVING ROBOT--

-- A HIGHLY
SOPHISTICATED,
MULTI-FUNCTIONAL,
MOBILE COMPUTER--

-- WHO HAS BEEN
PROGRAMMED
FOR COMBAT?



MY INTERNAL HEATING
UNITS WILL MELT
YOUR WORRISOME
WEBBING!



-- AMAZING...

NOW I'LL JUST --
HMM? I DIDN'T EXPECT
YOU TO RE-COVER SO QUICKLY!

WHY NOT? MY
WARRANTY IS
GOOD FOR
THIRTY-THREE
MORE FIGHTS!

?!



YOU'RE PRETTY TRICKY FOR
A SIMONIZED STOOGIE -- BUT
I'M NO SLOUCH EITHER -- NOT
WHILE I POSSESS MY...



JUST THEN...

YOU CAN TELL THE FIGHT'S OVER! HERE COME THE BOYS IN BLUE -- LATE AS USUAL!

SPIDER-MAN, IF YOU WISH TO CONTINUE OUR CONVERSATION -- I SUGGEST WE RETIRE ELSEWHERE!

DON'T MOVE! SOMEBODY REPORTED A RIOT UP HERE!

SHOULD I FOLLOW MACHINERY, OR--?

WHY KID MYSELF? I'M STARTING TO LIKE THAT RAMBLING ROBOT! I CAN'T LET HIM FACE SANDMAN AND BRIMSTONE BY HIS LONESOME!

THEY'RE BOTH GETTING AWAY! STOP 'EM!

YOU SHOW US HOW!

SNORTEE...

JUST LOOK AT 'UM NEGATING GRAVITY! WHAT A CORNBALL SHOW-OFF!

...I LOST CONTACT WITH MY HOMING DEVICE WHEN THE BADDIES ZAPPED OUT

LEND ME ONE OF YOUR TRACERS! BY ANALYZING ITS FREQUENCY AND AMPLIFYING ITS SIGNAL, I MAY ESTABLISH CONTACT WITH THE ONE BRIMSTONE'S WEARING.

A MINUTE PASSES, THEN ANOTHER...

MUM'S SO HUMANLIKE I FORGOT HE WAS A MACHINE--UNTIL NOW!

WITH THE BARON'S TALENT FOR MOLECULAR DISPLACEMENT, THEY COULD BE ANYWHERE!

TREAT IT GENTLY! THESE THINGS ARE EXPENSIVE!

I DID IT! BRIMSTONE'S SIGNAL IS ORIGINATING SOME THIRTY MILES NORTH OF THE CITY! WE'LL NEED TRANSPORTATION!

WHEN FACED WITH A PROBLEM, A CHILD TURNS TO A PARENT AND MACHINE ALIVE TURNS TO (YOU GUessed IT!) HIS EVER-RELIABLE, NEIGHBORHOOD MECHANIC, GEARS GARVIN.



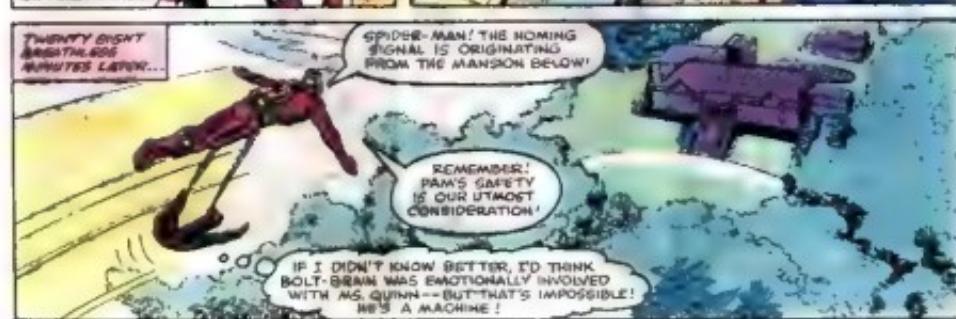
IF YER GONNA CARRY SPIDER-MAN, THIS ADDITIONAL POWER SOURCE WILL COME IN HANDY, KID!



GARVIN MAY COME ACROSS AS A CRUSTY, CHANTIKEREROUS CLOWN-- BUT EVEN I CAN SEE THAT HE'S A FIRST-RATE MECHANIC!



WE WANNA BE FASHIONABLE-- OR FUNCTIONAL?









LAUGH WHILE YOU MAY. MY PETULANT PLAYTHING ALONE AND UNAIDED-- YOU ARE NO MATCH FOR THE PEERLESS POWER OF BARON BR. MISTONE!



FIRED BY FEAR, THE DESPERATE, DETERMINED YOUTH
PUTS EVERY FIBER OF HIS COURAGEOUS BEING INTO
ONE SPIDER-POWERED PUNCH, BUT...

HUH?!! THE GHASTLY
GOON IS DISSOLVING BEFORE
I CAN MAKE CONTACT!



I CAN'T HURT HIM!



BUT-- HE
CAN HURT
ME!



LIKE A TATTERED
TRAPEZE, THE ONCE-
AMAZING SPIDER-MAN
IS TOSSED--



--FROM ONE GRIMMAGED GOON TO THE NEXT!



AND ACT HE DOES! STRAINING EVERY MUSCLE, THE GALLANT HERO SPRINGS FORWARD...



MY TIMING IS PERFECT! I'M LEAPING FROM WRAITH TO WRAITH -- BEFORE THEY HAVE A CHANCE TO DISSIPATE!

HI, BARON! I HOPE YOU WEREN'T PLANNING ON LEAVING WITHOUT ME!

YOU HAVE MERELY POSTPONED THE INEVITABLE, YOU MISBEGOTTEN MAGGOT! MANY ARE THE DARK FORCES I CAN SUMMON!



I'LL SAY ONE THING FOR YOU, BRIMSTONE -- YOU DON'T KNOW HOW TO FIGHT FAIR!

SURGING WITH MYSTICAL POWER, BRIMSTONE STRAINS AGAINST THE THOROUGHLY WEAKENED WEB-SHINER, UNTIL...

WHAT'S THIS? A METALLIC APPARATUS ATTACHED TO THE BARON'S BACK--!!?



I WONDER... IF HE USES THIS TO BRIDGE THE DIMENSIONAL GAPS?

IT WON'T HURT TO FIND OUT!

INSTANTLY--THERE IS A BLOWING, BLINDING EXPLOSION AND...

HUH--? WHERE'D THEY COME FROM?



STOP! YOU DON'T KNOW WHAT YOU'RE DOING!



SUDDENLY, I'M CONFUSED! WAS ALL THAT REAL-- OR WAS IT SIMPLY A MASTERFUL MIND-BENDING ILLUSION???

BARON, OLD BUDDY, I DON'T KNOW IF YOUR ASTOUNDING ABILITIES ARE THE RESULT OF SORCERY-- OR SCIENCE--

BWANG!

--AND FRANKLY,
I DON'T CARE!

MEANTIME...

BRIMSTONE'S SUDDEN DEPART HAS MOMENTARILY DISTRACTED SANDY!



--AND DO THE ONE THING THAT HE'LL LEAST EXPECT:

○ ○ ○ ○



HEY! WHAT ARE YA UP TO?

I'M MERELY LOOSENING MY WAIST COUPLINGS-- SO THAT I CAN WHIRL MY UPPER BODY LIKE A GIANT FAN!



TOO BAD I CAN ALTER MY DENSITY TO STONE-LIKE CONSISTENCY!



I'M GONNA BEND YER BOLTS-- AND TROUBLE YER TRANSISTORS!

BUT, THEN... IS THIS A PRIVATE FIGHT-- OR CAN ANYONE JOIN IT?

BLAST THAT SPIDER-MAN!

I'D HOPED MY SANDY SPARRING PARTNER WOULD SOLIDIFY HIMSELF! NOW-- WHILE HE'S BUSY WITH SPIDEY'S WEB-- I'LL SNAKE AN ARM TO THE NEAREST ELECTRICAL POWER SOURCE--

13

-- SO THAT I CAN ELECTRIFY
HIM WITH SUFFICIENT VOLT-
AGE-- TO SHOCK EVEN HIS
SAND-FUSED FLESH INTO
UNCONSCIOUSNESS!

EEYII!

BUT, UNEXPECTEDLY...

LOOK! BRIMSTONE'S REPAIRED
HIS APPARATUS!

INDEED: MERE MORTALS
COULD NEVER TRULY
TRIUMPH OVR BARON
BRIMSTONE!

SECONDS LATER...

PAM, LET ME FREE YOU!
I WAS SO WORRIED--

PLEASE DON'T LET THAT METAL
MONSTER HEAR ME! HE
FRIGHTENS ME SO!

HE IS
ESCAPING!

I GROW IN POWER
WITH EACH CON-
FRONTATION, ADRI...
FOR NOW!

KEEP YOUR COLD
INHUMAN HANDS
AWAY FROM ME!

THE GIRL'S HYSTERIC
WITH FEAR! SHE'S
ACTUALLY TERRIFIED
OF MACHIEVY!

WOW! I USED TO
THINK I HAD
PROBLEMS!

MACHINE MAN'S THE ONLY ONE OF HIS
RACE! AT LEAST I CAN TAKE OFF MY
COSTUME-- AND ASSOCIATE WITH
MY OWN KIND!

"BUT TRY AS HE
MIGHT, HE CAN NEVER
FORGET THAT HE'LL
ALWAYS STRID APART
FROM HUMANITY--"



"APART AND ALONE!"

NEXT

THIS IS IT!
OUR GREATEST
100th
PAGE OF ALL!